

JOSEF D. COOPER (Cal. S. B. 53015)
TRACY R. KIRKHAM (Cal. S. B. 69913)
KELLY A. HORNE (Cal. S. B. 242675)
COOPER & KIRKHAM, P.C.
655 Montgomery Street, 17th Floor
San Francisco, CA 94111
Telephone: (415) 788-3030
Facsimile: (415) 882-7040
jdc@coopkirk.com

Indirect Plaintiffs' Co-Lead Counsel

EDMUND G. BROWN, JR.
Attorney General of the State of California
THOMAS GREENE
Chief Assistant Attorney General
KATHLEEN FOOTE (Cal. S. B. 65819)
Senior Assistant Attorney General
EMILIO E. VARANINI (Cal. S. B. 163952)
Deputy Attorney General
455 Golden Gate Avenue, Ste. 11000
San Francisco, CA 94102
Telephone: (415) 703-5908
Facsimile: (415) 703-5480
Emilio.varanini@doj.ca.gov

Attorneys for the State of California

UNITED STATES DISTRICT COURT

NORTHERN DISTRICT OF CALIFORNIA

**In re DYNAMIC RANDOM ACCESS
MEMORY (DRAM) ANTITRUST
LITIGATION**

**This Document Relates to:
ALL INDIRECT PURCHASER
ACTIONS**

**Master File No. M-02-1486 PJH
MDL No. 1486**

**STIPULATION AND [~~PROPOSED~~]
ORDER APPOINTING THE
HONORABLE CHARLES B.
RENFREW AS SPECIAL MASTER**

STIPULATION AND [PROPOSED] ORDER

Pursuant to the Court's November 15, 2007 Order and Federal Rule of Civil Procedure 53, the Indirect Purchaser Plaintiffs, the Governmental Purchaser Plaintiffs, and Plaintiff States (collectively, "Plaintiffs"), Defendants Samsung Semiconductor, Inc. and Samsung Electronics Company Ltd. (collectively "Samsung"), and Defendants Winbond Electronics Corporation and Winbond Electronics Corporation (collectively "Winbond") (Plaintiffs, Samsung and Winbond collectively, the "Settling Parties") hereby stipulate to the following proposed Order:

1. The Court shall, and hereby does, appoint the Honorable Charles B. Renfrew, United States District Court Judge (Retired), as Special Master in these proceedings pursuant to Federal Rule of Civil Procedure 53(a)(1)(A).

2. The Special Master shall have the authority granted by Rule 53(c), Federal Rules of Civil Procedure.

3. The Special Master's duties shall consist of assisting the Settling Parties and the Court by preparing a report and issuing recommendations on the following subjects in connection with Plaintiffs' proposed settlements with Samsung and Winbond:

a. The development of a plan of allocation of settlement proceeds for the benefit of members of the Private Indirect Purchaser Settlement Class and the Government Purchaser Settlement Class, including the consideration and/or addition of any subclasses or other means of ensuring a fair and equitable allocation; and

b. The development of a proposed form of notice, and methods to disseminate that notice, in order to adequately apprise settlement class members of the proposed settlements.

4. The Special Master shall proceed in the performance of his duties with all reasonable diligence and shall file and serve his report and recommendations with the Court and the settling parties on or before a date to be specified in future orders of the Court.

1 5. The Special Master shall maintain and preserve any written order, report or
2 recommendation the Special Master may make pursuant to this Stipulation and Order until this
3 matter is finally resolved. The Special Master may designate formal briefs, informal submissions, or
4 any other materials as materials to be preserved and filed as the record of the master's activities and
5 shall file such record with the Court in electronic format pursuant to future order of the Court. In
6 order to facilitate the fair and effective performance of the duties set forth in Paragraph 3 above, the
7 Special Master may communicate *ex parte* with the Court counsel, the settling parties. The Special
8 Master may review confidential documents and other information that is subject to the Protective
9 Order issued in these actions as a court officer and shall be bound by the terms of the Protective
10 Order.

11 6. Except as ordered by the Special Master, all papers submitted to the Special Master in
12 connection with any hearing to be held by him shall be served upon counsel for Plaintiffs and the
13 Settling Defendants at least five (5) court days before any hearing; responses shall be filed and
14 served at least two (2) court days before any hearing; and reply briefs shall be filed and served at
15 least one (1) court day before the hearing.

16 7. The Special Master's fee shall be computed by multiplying the hours incurred by him
17 by his normal and customary hourly rate and all expenses shall be reasonably incurred and shall be
18 billed at the Special Master's actual out-of-pocket cost. All payments to the Special Master shall be
19 made from the settlement funds and be allocated pursuant to the agreement of the parties or by order
20 of the Court upon the recommendation of the Special Master.

21 8. The Settling Parties and the Court have reviewed the Declaration executed by Judge
22 Renfrew, attached hereto as Exhibit 1, pursuant to Rule 53(b)(3), Federal Rules of Civil Procedure,
23 and 28 U.S.C. 455.

24 9. Pursuant to Rule 53(g)(1), Federal Rules of Civil Procedure, the Court may adopt,
25 affirm, modify, wholly or partly reject, or resubmit to the Special Master with instructions any order,
26 report, or recommendation submitted by the Special Master. All objections to findings of fact and
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all conclusions of law made or recommended by the Special Master shall be reviewed by the Court *de novo* unless otherwise ordered by the Court.

IT IS SO ORDERED.

Dated: November 30, 2007

Hon. Phyllis J. Hamilton
United States District Court
Northern District of California



This Stipulation and Proposed Order is respectfully submitted this 28th day of November, 2007 by the following counsel for the Settling Parties:

/S/ Josef D. Cooper

By: Josef D. Cooper
On Behalf of All Private Indirect Purchaser
Class Plaintiffs

DANIEL GUSTAFSON
GUSTAFSON GLUEK, PLLC
650 Northstar East
608 Second Avenue South
Minneapolis, MN 55402
Telephone: (612)333-8844

DANIEL J. MOGIN (Ca. S. B. 95624)
THE MOGIN LAW FIRM
110 Juniper Street
San Diego, CA 92101
Telephone: (619) 687-6611

DAVID BOIES III
STRAUS & BOIES, LLP
4041 University Drive, 5th Floor
Fairfax, VA 22030
Telephone: (703) 764-8700

JOSEF D. COOPER
COOPER & KIRKHAM, P.C.
655 Montgomery Street, 17th Floor
San Francisco, CA 94111
Telephone: (415) 788-3030

Co-Lead Counsel for Indirect Plaintiffs

FRANCIS O. SCARPULLA (Ca. S.B. 41059)
ZELLE, HOFFMAN, VOEBEL, MASON &
GETTE, LLP
44 Montgomery Street, Suite 3400
San Francisco, CA 94104
Telephone: (415) 693-0700

Liaison Counsel for Indirect Plaintiffs

TERRY GROSS (Ca. S. B. 103878)
GROSS & BELSKY, LLP
180 Montgomery Street, Suite 2200
San Francisco, CA 94104
Telephone: (415) 544-0200

Chair, Indirect Plaintiffs' Executive Committee

/s/ Emilio E. Varanini

By: Emilio E. Varanini
On Behalf of All Plaintiff States and All
Governmental Purchaser Class Plaintiffs

EDMUND G. BROWN, JR.
THOMAS GREENE
KATHLEEN FOOTE
EMILIO E. VARANINI
Office of the Attorney General
455 Golden Gate Avenue, Ste. 11000
San Francisco, CA 94102
Telephone: (415) 703-5908

1 BLAKE L. HARROP
2 Senior Assistant Attorney General
3 State of Illinois
4 100 W. Randolph
5 Chicago, IL 60601
6 Telephone: (312) 814-1004

7 /s/ Gary L. Halling

8 Gary L. Halling
9 Sheppard, Mullin, Richter & Hampton LLP
10 Four Embarcadero Center, 17th Floor
11 San Francisco, CA 94111
12 Tele: (415) 434-9100

13 Attorneys for Defendants Samsung
14 Semiconductor, Inc. and Samsung Electronics
15 Company, Ltd.

16 /s/ Steven H. Morrisett

17 Steven H. Morrisett
18 FINNEGAN, HENDERSON,
19 FARABOW, GARRETT & DUNNER LLP
20 3300 Hillview Avenue
21 Palo Alto, CA 94304
22 Telephone: (650) 849-6600
23 Facsimile: (650) 849-6666

24 William S. Farmer
25 COLLETTE ERICKSON FARMER &
26 O'NEILL LLP
27 235 Pine St, Suite 1300
28 San Francisco, CA 94104
Telephone: (415) 788-4646
Facsimile: (415) 788-6929

Attorneys for Defendants Winbond Electronics
Corporation and Winbond Electronics
Corporation America